Company Registration No. 487712

MERRYCHEF LIMITED

Report and Financial Statements

52 weeks ended 29 September 2007

MERRYCHEF LIMITED

REPORT AND FINANCIAL STATEMENTS 2007

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MERRYCHEF LIMITED

REPORT AND FINANCIAL STATEMENTS 2007

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

K Blades
R G Gale
D R Hooper
I T Osborne
N Thorneywork
G P B Veal
R M Arthey
D J Eaton

SECRETARY

D R Hooper

REGISTERED OFFICE

Station Road West
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GU12 5XA

BANKERS

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144-148 High Street
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SO14 2JF

SOLICITORS

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GU2 4AZ

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
Leeds, UK

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the 52 week period ended 29 September 2007

PRINCIPAL ACTIVITIES

The company's principal activity is the manufacture, supply and service of commercial microwave and microwave combination ovens

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The Directors report that revenue and operating profits both increased substantially in the year The new product (called the "402S") has continued to be successful in the UK and internationally The key win was becoming a worldwide supplier to Subway, which should be the foundation for future growth Our drive to increase sales internationally was particularly successful in Germany and Scandinavia and we have sought to expand our service and support network

The Directors are committed to continue this growth pattern The sales growth noted above, combined with a structured investment programme to drive further growth enabled the company to increase profits before tax in the year to £1,694,134 (2006 £439,035)

The directors have not declared a dividend for the period (2006 - £nil)

EVENTS AFTER THE BALANCE SHEET DATE

No significant event took place after the balance sheet date which may affect the business operations

On the 30 June 2008, following an auction process established by the Panel on Takeovers and Mergers, the Board of Enodis plc, the ultimate parent company, recommended an offer from The Manitowoc Company, Inc valuing each Enodis plc share at 328 pence Under the terms of the Offer, Enodis plc shareholders will receive 328 pence in cash for each Enodis share In addition, in June 2008, Enodis plc paid a dividend of 2 0 pence per share in lieu of an interim dividend in respect of the 52 weeks ending 27 September 2008 The offer is conditional, among other things, on Manitowoc obtaining certain antitrust clearances from the EC and US antitrust authorities The revised offer is also subject to shareholder approval

RESEARCH AND DEVELOPMENT

As in previous periods our commitment to product development and innovation resulted in continuing strong sales for the Merrychef range

FINANCIAL RISK MANAGEMENT

The company does not use derivatives to manage its financial risks The most important components of financial risk are interest rate risk, currency risk, credit risk, liquidity risk, cash flow risk and price risk Due to the nature of the company's business and the assets and liabilities contained within the company's balance sheet, the only financial risk the directors consider relevant to this company is credit risk This risk is mitigated by the company's credit controls policies

DIRECTORS' REPORT (continued)

ENVIRONMENT REPORT

As the company is involved in importing and distributing commercial catering equipment, the board recognises the impact it can have on the environment and therefore have adopted an environmental policy which has the following main features

- Meet the statutory requirements which are placed on the company in its various countries of operation,
- Recycle as much of the company's waste products as is possible, recognising that office-based environments produce waste paper,
- Dispose of any hazardous resources employed by the company in an environmentally friendly manner,
- Apply good environmental practice in outsourcing and managed services businesses, both to the level and beyond that required by contractual obligations, and
- Encourage staff to adopt environmentally friendly practices in their employment with the company

DISABLED EMPLOYEES

The policy of the company is to offer the same opportunity to disabled people as to others in respect of recruitment and career advancement, provided their disability does not prevent them from carrying out their required duties Employees who become disabled will, wherever possible, be retained, rehabilitated and retrained

EMPLOYEE CONSULTATION

The company recognises the respects the statutory requirements to consult with employees and aims to

- Begin consultation as early as possible,
- Allow for longer than the statutory period of consultation, wherever practicable, and
- Utilise the knowledge of employee representatives to make better decisions

POLICY AND PRACTICE ON PAYMENT OF SUPPLIERS

The company pays all invoices to the terms set out by the supplier, subject to authorisation by company management It is the company's policy in respect of all suppliers to agree payment terms in advance of supply of goods

DIRECTORS

The directors who served the company during the period and to the date of signing these accounts are as shown on page 1

DIRECTORS' REPORT (continued)

AUDITORS

Each of the persons who is a director at the date of approval of this report confirms that

(1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and

(2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors A resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors
and signed on behalf of the Board

R M Arthey

Director

30 July 2008

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws and regulations

Company law requires the directors to prepare financial statements for each financial period Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to assume that the company will continue in business

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985 They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MERRYCHEF LIMITED

We have audited the financial statements of Merrychef Limited for the period ended 29 September 2007 which comprise the profit and loss account, the balance sheet, the movement in reserves, the reconciliation of movements in shareholders' funds and the related notes 1 to 21 These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985 Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view, in accordance with the relevant financial reporting framework, and are properly prepared in accordance with the Companies Act 1985 We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 29 September 2007 and of its profit for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985 and
- the information given in the directors' report is consistent with the financial statements

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Leeds, UK
30 July 2008

MERRYCHEF LIMITED

PROFIT AND LOSS ACCOUNT
52 weeks ended 29 September 2007

	Note	52 weeks ended 29 September 2007 £	52 weeks ended 30 September 2006 (Restated)* £
TURNOVER	2	15,717,727	13,039,223
Cost of sales		(8,556,692)	(7,646,469)
GROSS PROFIT		7,161,035	5,392,754
Administrative expenses		(5,556,719)	(4,972,562)
OPERATING PROFIT		1,604,316	420,192
Interest receivable and similar income		86,131	18,843
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	1,690,447	439,035
Tax credit/(charge) on profit on ordinary activities	5	3,687	(47,234)
RETAINED PROFIT FOR THE FINANCIAL PERIOD TRANSFERRED TO RESERVES	15	1,694,134	391,801

* Restated for the adoption of FRS20, Share Based Payments (see notes 19 and 21)

All amounts derive from continuing operations

Movements in reserves are set out below

MOVEMENT ON RESERVES

	Called up Share Capital £	Capital Redempt'n Reserve £	Share Option Reserve £	Profit and loss account £	Total £
At 1 October 2006	44,800	11,200	-	6,950,137	7,006,137
Restated for share based payment accounting under FRS 20	-	-	38,499	(38,499)	-
Restated 1 October 2006	44,800	11,200	38,499	6,911,638	7,006,137
Share based payments	-	-	8,192	-	8,192
Profit for the year	-	-	-	1,694,134	1,694,134
At 29 September 2007	44,800	11,200	46,691	8,605,772	8,708,463

BALANCE SHEET
29 September 2007

	Note	As at 29 September 2007 £	As at 30 September 2006 (Restated)* £
FIXED ASSETS			
Tangible assets	6	1,093,531	1,204,164
Investments	7	-	-
		1,093,531	1,204,164
CURRENT ASSETS			
Stocks	8	1,780,043	1,293,823
Debtors	9	10,075,433	8,038,321
Cash at bank and in hand		1,397,649	1,527,934
		13,253,125	10,860,078
CREDITORS: amounts falling due within one year	10	(4,456,070)	(4,060,904)
NET CURRENT ASSETS		8,797,055	6,799,174
TOTAL ASSETS LESS CURRENT LIABILITIES		9,890,586	8,003,338
CREDITORS: amounts falling due after more than one year	11	(509,638)	(509,638)
PROVISIONS FOR LIABILITIES AND CHARGES	12	(672,485)	(487,563)
NET ASSETS		8,708,463	7,006,137
CAPITAL AND RESERVES			
Called up share capital	14	44,800	44,800
Capital redemption reserve		11,200	11,200
Share Option Reserve		46,691	38,499
Profit and loss account	15	8,605,772	6,911,638
SHAREHOLDERS' FUNDS		8,708,463	7,006,137

* Restated for the adoption of FRS20, Share Based Payments (see notes 19 and 21)

These financial statements were approved by the Board of Directors on 30 July 2007

Signed on behalf of the Board of Directors

R M Arthey

Director

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	52 weeks ended 29 September 2007 £	52 weeks ended 30 September 2006 (Restated)* £
Profit for the financial period	1,694,134	391,801
Net increase in shareholders' funds	1,694,134	391,801
Opening shareholders' funds	7,006,137	6,600,691
Share option recognised directly in equity	8,192	38,499
Prior year adjustment	-	(24,854)
Closing shareholders' funds	8,708,463	7,006,137

* Restated for the adoption of FRS20, Share Based Payments (see notes 19 and 21)

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards The principal accounting policies adopted by the company are given below They have been applied consistently throughout the current and preceding period except that the company has adopted FRS 20 'Share-based payment' in 2007

Cash flow statement

The company is a wholly-owned subsidiary of Enodis Plc and is included in the consolidated financial statements of that company, which are publicly available Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1

Tangible Fixed Assets

Tangible fixed assets are stated at cost or valuation, net of depreciation and any provision for impairment

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation, less estimated residual value, of each asset on a straight line basis over its expected useful life as follows

Fixtures, fittings, tools and equipment	-	between 15% and 33 33%
Plant and machinery	-	between 10% and 50%

Leases

Rentals under operating leases are charged on a straight line basis over the lease term even if the payments are not made on such a basis

Turnover

Turnover represents the value of sales invoiced to customers in the normal course of business, net of trade discounts, VAT and other sales related taxes Income from the hire of plant and equipment is accounted for over the rental period

Stocks and work in progress

Stocks and work in progress are valued at the lower of cost and net realisable value Cost consists of direct material, labour and, where appropriate, works overheads Provision is made for obsolete, slow-moving or defective items where appropriate

Research and development

Expenditure on research and development is written off as incurred through the profit and loss account

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date Timing differences are differences between the group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

1. ACCOUNTING POLICIES (CONTINUED)

Investment

Investments are held at cost less permanent diminution in value

Foreign exchange

Transactions denominated in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date These translation differences are dealt with in the profit and loss account

Pension costs

The company provides pensions through two defined contribution schemes and one defined benefit scheme Contributions are made to the group personal pension plan by the company at rates specified by the company All members receive their own individual benefit statements Payments to the fund are charged to the profit and loss account as they are made Only one director of the company is a member of the group defined benefit scheme The defined benefit scheme in the UK is the Berisford (1948) Pension Scheme ("the Berisford Scheme') A valuation was carried out by a qualified independent actuary at 31 March 2004 using the projected unit method Following the valuation it was agreed that the employer would pay contributions at the rate of 30% of pensionable salaries The particulars of the actuarial valuation are contained within the accounts of Enodis Plc, the ultimate parent company

Share-based payments

As described above the company has adopted FRS 20 'Share-based Payment' in 2007 and the comparatives for 2006 have been restated for the change in accounting policy In accordance with the transitional provisions, FRS 20 has been applied to all grants of equity instruments after 7 November 2002 that were unvested as of 1 January 2006

Incentives in the form of share-based payments are provided to employees under the Group's share option plan

Options and Performance Shares granted after 7 November 2002 are measured at fair value on the date of grant Fair value of share options granted are calculated using the Black-Scholes pricing model, as well as incorporating a discount for the scheme's market based performance conditions The fair value of the company's share-based payments are charged to the income statement on a straight line basis over the related vesting period

2. TURNOVER

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties, and is attributable to the continuing activities

Geographical analysis of turnover	52 weeks ended 29 September 2007 £	52 weeks ended 30 September 2006 £
United Kingdom	10,678,235	9,070,676
Rest of the World	5,039,492	3,968,547
	15,717,727	13,039,223

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	52 weeks ended 29 September 2007 £	52 weeks ended 30 September 2006 £
Profit on ordinary activities before taxation is stated after charging:		
Depreciation of tangible fixed assets – owned assets	208,760	132,654
Auditors' remuneration - audit fees	44,508	32,773
Foreign exchange loss	864	3,509
Operating lease rentals – land & buildings	160,000	160,000
- others	248,424	255,103

4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	52 weeks ended 29 September 2007 £	52 weeks ended 30 September 2006 (Restated) £
Staff costs during the period (including directors)		
Wages and salaries	3,593,278	3,165,558
Social security costs	327,507	279,953
Charge in respect of share-based payments	8 192	13,645
Other pension costs	140,654	122,458
	4,069,631	3,581,614

*Restated for the adoption of FRS20, Share Based Payments (see notes 19 and 21)

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (CONTINUED)

	52 weeks ended 29 September 2007 No	52 weeks ended 30 September 2006 No.
The average number of employees during the period was as follows		
Production	29	27
Office management	80	69
	109	96

	52 weeks ended 29 September 2007 £	52 weeks ended 30 September 2006 £
Directors		
Emoluments	482,329	379,949
Contributions to money purchase pension schemes	22,800	16,455
Contributions to defined benefit pension schemes	29,754	28,008

	52 weeks ended 29 September 2007 No.	52 weeks ended 30 September 2006 No.
Number of directors who are members of a money purchase pension scheme	3	3
Number of directors who are members of a defined benefit pension scheme	1	1

	52 weeks ended 29 September 2007 £	52 weeks ended 30 September 2006 £
Highest paid director's remuneration		
Emoluments	159,765	143,038
Contributions to defined benefit pension schemes	29,754	28,008

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

5. TAX (CREDIT)/CHARGE ON PROFIT ON ORDINARY ACTIVITIES

	52 weeks ended 29 September 2007 £	52 weeks ended 30 September 2006 £
Current tax		
UK Corporation tax at 30%	-	-
Deferred tax		
Origination and reversal of timing differences	114,724	45,283
Adjustment in respect of prior periods	(118,411)	1,951
Tax (credit)/charge	(3,687)	47,234

Factors affecting the current tax charge

	52 weeks ended 29 September 2007 £	52 weeks ended 30 September 2006 £
Profit on ordinary activities before tax	1,690,447	439,035
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2006 30%)	507,134	131,711
Effects of:		
Permanent differences	(24,255)	10,498
Capital allowances in excess of depreciation	56,868	(80,450)
Movement in short term timing difference	2,100	623
UK-UK imputed interest income	72,147	-
Utilisation of unrecognised brought forward losses	(95,529)	(5,654)
Group relief claimed for nil consideration	(518,465)	(56,728)
Current tax charge	-	-

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

6. TANGIBLE FIXED ASSETS

	Plant and machinery £	Fixtures, fittings, tools and equipment £	Total £
Cost			
At 30 September 2006	1,335,487	620,641	1,956,128
Additions	92,023	6,104	98,127
At 29 September 2007	1,427,510	626,745	2,054,255
Accumulated Depreciation			
At 30 September 2006	368,498	383,466	751,964
Charge for the period	153,547	55,213	208,760
At 29 September 2007	522,045	438,679	960,724
Net book value			
At 29 September 2007	905,465	188,066	1,093,531
At 30 September 2006	966,989	237,175	1,204,164

7 INVESTMENTS HELD AS FIXED ASSETS

The following information relates to subsidiary undertakings, all of which are registered in England and Wales and are dormant

	£
Cost	
At 30 September 2006 and 29 September 2007	-
Provision	
At 30 September 2006 and 29 September 2007	-
Net book value	
At 30 September 2006 and 29 September 2007	-

	Portion of ordinary Shares held %
Mealstream (UK) Limited	100
Pumpcroft Limited	100
Twilight Band Limited	100

Pumpcroft Limited hold 100% of the ordinary shares in Merrychef Projects Limited

These financial statements present information about Merrychef Limited as an individual undertaking and not as a group The company has taken advantage of the exemption from the requirement to produce consolidated financial statements in accordance with Section 228(2) of Companies Act 1985 since the company is a wholly owned subsidiary undertaking of a UK company which itself prepares consolidated financial statements

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

8. STOCKS

	2007 £	2006 £
Raw materials and consumables	1,054,886	866,796
Work in progress	202,204	158,957
Finished goods and goods held for resale	522,953	268,070
	1,780,043	1,293,823

In the opinion of the directors there was no significant difference between the replacement cost of stocks and the value shown above

9. DEBTORS

	2007 £	2006 £
Trade debtors	1,878,379	1,424,192
Amounts due from parent company	7,084,968	5,686,010
Amounts due from other group companies	577,403	523,312
Other debtors	163,798	160,543
Deferred tax asset (see note 13)	8,307	4,620
Prepayments and accrued income	362,578	239,644
	10,075,433	8,038,321

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2007 £	2006 £
Trade creditors	1,153,198	1,393,399
Amounts owed to other group companies	127,972	61,449
Amounts owed to parent company	1,147,010	1,147,010
Other taxes and social security costs	91,055	200,496
Accruals and deferred income	1,936,835	1,258,550
	4,456,070	4,060,904

11. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2007 £	2006 £
Amounts owed to other group companies	509,638	509,638

There are no set dates for repayment The group companies have confirmed that repayment will not be sought for at least twelve months from the date of signing of the financial statements The loans are not interest bearing

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

12. PROVISIONS FOR LIABILITIES AND CHARGES

	Warranty Provision £
At 30 September 2006	487,563
Released in the period	(17,320)
Created in the period	517,800
Utilised in the period	(315,558)
At 29 September 2007	672,485

The warranty provision relates to expected warranty claims on products up to a period of 36 months in line with group policy

13. DEFERRED TAX ASSET

	2007 £	2006 £
The amounts of deferred taxation asset provided in the financial statements are as follows		
Capital allowances in excess of depreciation	-	1,654
Short term timing differences	4,728	2,966
Tax losses	3,579	-
At 29 September 2007	8,307	4,620
Reconciliation on movement on deferred taxation asset in the year		
At the beginning of the year	4,620	51,854
Credit/(charge) for the year	3,687	(47,234)
At the end of the year	8,307	4,620

There is also an unrecognised deferred tax asset of £165,000 relating to tax losses brought forward at 29 September 2007 (2006 £177k)

14. CALLED UP SHARE CAPITAL

	2007 £	2006 £
Authorised, called up, allotted and fully paid		
44,800 ordinary shares of £1 each	44,800	44,800

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

15. PROFIT AND LOSS ACCOUNT

	52 weeks to 29 September 2007 £
At 30 September 2006	6,950,137
Prior year adjustment	(38,499)
Retained profit for the period	1,694,134
At 29 September 2007	8,605,772

16. OPERATING LEASE COMMITMENTS

At 29 September 2007 the company was committed to making the following payments during the next year in respect of operating leases

	2007		2006	
	Land & Buildings £	Other £	Land & Buildings £	Other £
Leases which expire:				
Within one year	-	104,901	-	29,910
Within two to five years	160,000	31,972	-	142,120
After five years	-	-	160,000	-
	160,000	136,873	160,000	172,030

17. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard No 8 "Related Party Disclosures", transactions with other group undertakings within, and investee related parties of, the Enodis Plc group have not been disclosed in these financial statements

18. ULTIMATE PARENT COMPANY

The immediate parent company and controlling party is Elvadene Limited The ultimate parent company and controlling party is Enodis Plc, a company registered in England and Wales This is also the parent undertaking of the only group which includes the company and for which group accounts are prepared The group financial statements of Enodis Plc, which consolidate the results of Merrychef Limited, can be obtained from Enodis Plc, thePlace, 175 High Holborn, London, WC1V 7AA

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

19 PRIOR PERIOD ADJUSTMENTS

As set out in the Statement of accounting policies the company has adopted FRS 20 'Share-based Payment' in these financial statements This has had the following impact on the prior period accounts

	52 weeks to 29 September 2007 £
Increase in administrative expenses	8,192
Decrease in retained profit for financial year	(8,192)
Increase in share option reserve	46,691
Reduction in profit and loss account	(46,691)
Change in net assets	-

The impact in 2007 was a cost of £8,192 included in administrative expenses and a corresponding increase in the share option reserve

20. POST BALANCE SHEET EVENTS

On the 30 June 2008, following an auction process established by the Panel on Takeovers and Mergers, the Board of Enodis plc, the ultimate parent company, recommended an offer from The Manitowoc Company, Inc valuing each Enodis plc share at 328 pence Under the terms of the Offer, Enodis plc shareholders will receive 328 pence in cash for each Enodis share In addition, in June 2008, Enodis plc paid a dividend of 2 0 pence per share in lieu of an interim dividend in respect of the 52 weeks ending 27 September 2008 The offer is conditional, among other things, on Manitowoc obtaining certain antitrust clearances from the EC and US antitrust authorities The revised offer is also subject to shareholder approval

21. SHARE BASED PAYMENTS

The company participates in equity settled share option schemes established by Enodis plc, whereby Enodis plc grants share options to employees of the Company Following the adoption of FRS20 "Share-based payments" ("FRS20") and UITF 44 "Group and treasury share transactions" ("UITF44") in these financial statements, the Company has recognised a total charge in the period of £8,192 (2006 £13,645)

The share option schemes in which the Company participates for certain employees with outstanding grants is as follows

- Executive Share Scheme (2001)

Under the executive option scheme rules, options are exercisable at a price being the higher of the closing quoted market price of Enodis plc's shares on the dealing day prior to the date of grant and on the date of grant itself

The above plans have a three year vesting period and are subject to prescribed Total Shareholder Return ("TSR") thresholds being met Additionally, no options or performance shares may vest unless the Remuneration Committee is satisfied that there has been a sustained improvement in the underlying financial performance of Enodis plc and its subsidiaries ("the Group")

If options and performance shares remain unexercised after a period of ten years from the date of grant, the awards expire In most cases, the awards are forfeited if the employee leaves the Group before they vest

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

21. SHARE BASED PAYMENTS (CONTINUED)

Details of share-based payments in issue over the last two years are as follows

	Executive Share Scheme (2001)	
	Number of share options	Weighted average exercise price £
Outstanding at 1 October 2005	129,850	0 85
Granted in the period	12,000	1 30
Exercised in the period	(500)	0 84
Outstanding at 30 September 2006	141,350	0 89
Granted in the period	34,000	2 03
Exercised in the period	(96,350)	0 82
Outstanding at 29 September 2007	**79,000**	**1.47**
Weighted average remaining contractual life (years) as at 29 September 2007	**8.09**	
Exercisable as at:		
30 September 2006	24,350	0 72
29 September 2007	**7,000**	**0.70**

The following table summarises the Group's share options outstanding to employees of the Company and share options that are exercisable as at 29 September 2007

	Options outstanding			Options exercisable	
Range of exercise prices	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price £	Number of options	Weighted average exercise price £
£0 49–£1 00	7,000	5 57	0 70	7,000	0 70
£1 01–£1 50	38,000	7 51	1 11	–	–
£2 01–£2 50	34,000	9 27	2 03	–	–
£0 49–£2 50	**79,000**	**8.09**	**1 47**	**7,000**	**0.70**

None of the Group's performance shares were capable of vesting as at 29 September 2007
The weighted average share price at the date of exercise during the 52 weeks to 29 September 2007 was £0 82

NOTES TO THE FINANCIAL STATEMENTS
52 weeks ended 29 September 2007

21. SHARE BASED PAYMENTS (CONTINUED)

During the current financial year, options were granted on 4 January 2007, with a fair value per option of £0 53 During the previous financial year options were granted on 3 January and 28 September 2006 The fair values of the options granted on those dates were £0 28 and £0 38 respectively These fair values were calculated using the Black-Scholes valuation model, as well as incorporating a discount for the schemes' market based performance conditions

The fair value is charged to the income statement on a straight-line basis over the options vesting period Inputs into the valuation model were as follows

	2007	2006
Weighted average share price £	**2 03**	1 31
Weighted average exercise price £	**2.03**	1 31
Weighted average expected volatility	**24.9%**	27 0%
Expected life (years)	**6.5**	6 5
Risk free interest rate	**5.0%**	4 2%
Expected dividend yield	**1.5%**	1 6%
Discount for effects of market based performance conditions	**15%**	30%

Expected volatility has been determined by reference to the historical volatility of Enodis plc's share price over a range of three to four years The periods of historical volatility that are used are considered as suitable estimates for the future volatility over the estimated life of the option In determining the expected life of the share options management gave consideration to the three year vesting period and the contractual life of ten years from the date of grant The mid-point of this range was used, which management believe accommodates the effects of the potential for certain option holders to exercise their options at an earlier date Management assesses at the end of each reporting period its estimates in relation to forfeitures Over recent years the Group's forfeiture rate has been low